

**ELECTRONICALLY FILED
ON JUNE 2, 2006**

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[Proposed] Counsel for the
Official Committee of Equity Security Holders
of USA Capital First Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE
COMPANY
Debtor.
BK-S-06-10725-LBR
Chapter 11

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor } BK-S-06-10726-LBR
Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC } BK-S-06-10727-LBR
Chapter 11 }

10 DEED FUND, LLC, Debtor }
11 In re: BK-S-06-10728-LBR
12 USA CAPITAL FIRST TRUST DEBT, LTD.
13

18 USA CAPITAL FIRST TRUST DEED FUND, Chapter 11
LLC,
19 Debtor }
In re {

20 In re:) BK-S-06-10729-LBR
USA SECURITIES, LLC,) Chapter 11
21 Debtor)
Aff. -

21 Affects: _____
22 All Debtors All Creditors
DESIGNATION OF

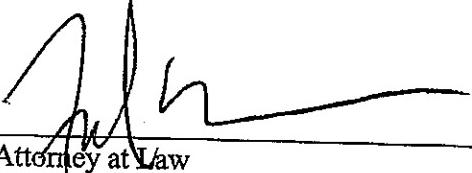
- All Debtors
 - USA Commercial Mortgage Co.
 - USA Securities, LLC
 - USA Capital Realty Advisors, LLC
 - USA Capital Diversified Trust Deed
 - USA First Trust Deed Fund, LLC

**DESIGNATION OF LOCAL
COUNSEL AND CONSENT
THERETO (AFFECTS ALL
DEBTORS)**

1 The undersigned, attorney of record for the Official Committee of Equity Security
2 Holders of USA Capital First Trust Deed Fund, LLC, the _____
3
4 herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case
5 Only". Not being admitted to the bar of this Court and not maintaining an office in the
6 District of Nevada for the practice of law, he/she believes it to be in the best interest of the
7 client to designate Candace C. Carlyon, Esq. of the law firm of Shea & Carlyon, Ltd., attorney
8 at law, member of the State Bar of Nevada and previously admitted to practice before the
9 above-entitled Court, as associate local counsel in this action. The address of said designated
10 Nevada Counsel is:

12 Candace C. Carlyon, Esq., Bar No. 002666
13 233 South Fourth Street, Second Floor
14 Las Vegas, NV 89101
15 (702) 471-7432

16 By this designation the undersigned attorneys and parties agree that all documents and
17 other papers issued out of this Court in the above-entitled case may be served on the
18 designated local counsel. Further, said local counsel shall be responsible for providing copies
19 of the same to the co-counsel. Further, this designation constitutes agreement and
20 authorization by the undersigned for the designated local counsel to sign stipulations binding
21 on all of us. The time for performing any act under applicable Rule shall run from the date of
22 service upon local counsel.



23
24 _____
25 Attorney at Law
26 Counsel for the Official Committee of Equity Security
27 Holders of USA Capital First Trust Deed Fund, LLC
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CONSENT OF DESIGNATED NEVADA COUNSEL

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The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that she is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that she is responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

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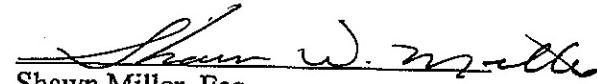
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Shawn W. Miller, Esq.
Designated Nevada Counsel

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JUN-02-2006 10:49

Jack Warner
Stutman Treister & Glatt

435-652-8379

1 310 228 5788

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1 **APPOINTMENT OF DESIGNATED NEVADA COUNSEL**
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3 The undersigned parties appoint Shea & Carlon, Ltd. as their Designated Nevada
4 Counsel in this Case.

5 DATED this 2 day of June, 2006.

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10 John H. Warner, Jr.
11 Vice-Chair, Official Committee of Equity
12 Security Holders of USA Capital First Trust
13 Deed Fund, LLC

14 APPROVED:

15 DATED: _____

16 PATRICIA GRAY, CLERK

17 BY: _____